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Proposed Attorneys for Debtor and Debtor in Possession

**UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA
SANTA ANA DIVISION**

In re:

American Suzuki Motor Corporation,¹

Debtor.

Case No.: 8:12-bk-22808-SC

Chapter 11

**NOTICE OF ADJOURNMENT OF
HEARING REGARDING THE
APPROVAL OF BIDDING PROCEDURES
FOR THE SALE AND AUCTION OF
ASSET
(Related Docket Nos. 16 and 128]**

Hearing on Bid Procedures:

Date: December 20, 2012

Time: 11:00 a.m. (Pacific)

Location: Courtroom 5C
411 West Fourth St.
Santa Ana, California

Judge: Honorable Scott C. Clarkson

**TO THE HONORABLE SCOTT C. CLARKSON, THE OFFICE OF THE UNITED STATES
TRUSTEE, THE DEBTOR'S PREPETITION AND POSTPETITION LENDER, THE
CREDITORS' COMMITTEE, ALL ENTITIES KNOWN TO HAVE ASSERTED ANY
INTERESTS IN OR UPON THE PURCHASED ASSETS, AND PARTIES REQUESTING
SPECIAL NOTICE:**

PLEASE TAKE NOTICE THAT on November 5, 2012, American Suzuki Motor
Corporation, the above-captioned debtor and debtor in possession (the "Debtor"), filed a motion
[**Docket No. 16**] (the "Motion"), pursuant to sections 105, 363 and 365 of title 11 of the United
States Code (the "Bankruptcy Code"), Federal Rules of Bankruptcy Procedure 2002, 6004, 6006 and

¹ The last four digits of the Debtor's federal tax identification number are 8739. The Debtor's address is: 3251 East Imperial Highway, Brea, California 92821.

9014 (the “Bankruptcy Rules”), and Local Bankruptcy Rule 6004-1, for approval of certain procedures to conduct a sale of substantially all of the Debtor’s assets relating to the acquired business and for approval, at a subsequent hearing, of the sale of the applicable assets (referred to herein as the “Purchased Assets”) to the highest bidder that complies with the applicable procedures.

PLEASE TAKE FURTHER NOTICE THAT on December 20, 2012 at 11:00 a.m. (Pacific)² the Debtor will seek approval of the following proposed sale procedures, including the overbid provisions (the “Bid Procedures”), set forth in the proposed order attached to the Motion as Exhibit A (the “Bid Procedures Order”), in connection with the proposed sale at auction (the “Auction”) of the Purchased Assets, pursuant to the terms of the *Asset Purchase Agreement* (the “APA”) ³ (substantially in the form attached to the Motion as Exhibit B), free and clear of all liens, claims, interests and encumbrances, to NounCo, Inc. (the “Stalking Horse Bidder” or “Purchaser”) (a transaction vehicle formed by the Suzuki Motor Corporation (“SMC”)), or such other party making a higher and better bid at the Auction, pursuant to sections 105 and 363(b), (f), and (m) of the Bankruptcy Code.

PLEASE TAKE FURTHER NOTICE that deadline to object to the proposed Bid Procedures has passed for all parties in interest except the Official Committee of Unsecured Creditors and the Office of the United States Trustee. Any response or object filed by such parties must be in writing and filed with the Court and served upon: (i) counsel to the Debtor, Pachulski Stang Ziehl & Jones LLP, 10100 Santa Monica Blvd., Suite 1300, Los Angeles, CA 90067, Telephone: 310-277-6910, Facsimile: 310-201-0760, Attn: Linda F. Cantor and John W. Lucas; (ii) counsel to any official committee appointed in this case; (iii) Office of the United States Trustee, 411 W. 4th Street, Suite 9041, Santa Ana, CA 92701, Attn: Michael J. Bujold; and (iv) counsel for Suzuki Motor Corporation; Klee, Tuchin, Bogdanoff & Stern LLP, 1999 Avenue of the Stars, 39th

² The hearing on the approval of the Bid Procedures was previously scheduled on December 6, 2012 at 11:00 a.m. (Pacific).

³ Capitalized terms not defined herein shall have the meanings set forth in the Bid Procedures or APA, as applicable.

1 Floor, Los Angeles, CA 90067-6049 Attn: Lee R. Bogdanoff, Michael L. Tuchin, & David A. Fidler
2 **by no later than December 12, 2012 at 4:00 p.m. (Pacific).** Any reply the Debtor must be filed **on**
3 **or before December 16, 2012 at 4:00.** Pursuant to Local Bankruptcy Rule 9013-1(h), the failure to
4 timely file and serve a written opposition may be deemed by the Court to be consent to the granting
5 of the relief requested at the Hearing.
6

7 Dated: December 5, 2012

PACHULSKI STANG ZIEHL & JONES LLP

8 By: /s/ John W. Lucas

9 Richard M. Pachulski

10 James I. Stang

11 Dean A. Ziehl

12 Linda F. Cantor

13 Debra I. Grassgreen

14 Proposed Attorneys for Debtor and
15 Debtor in Possession
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PROOF OF SERVICE OF DOCUMENT

I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is:

150 California Street, 15th Floor, San Francisco, CA 94111

A true and correct copy of the document entitled (*specify*): *NOTICE OF ADJOURNMENT OF HEARING REGARDING THE APPROVAL OF BIDDING PROCEDURES FOR THE SALE AND AUCTION OF ASSET* will be served or was served **(a)** on the judge in chambers in the form and manner required by LBR 5005-2(d); and **(b)** in the manner stated below:

1. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF): Pursuant to controlling General Orders and LBR, the foregoing document will be served by the court via NEF and hyperlink to the document. On (*date*) **December 5, 2012**, I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following persons are on the Electronic Mail Notice List to receive NEF transmission at the email addresses stated below:

☒ Service information continued on attached page

2. SERVED BY UNITED STATES MAIL:

On (*date*) **December 5, 2012**, I served the following persons and/or entities at the last known addresses in this bankruptcy case or adversary proceeding by placing a true and correct copy thereof in a sealed envelope in the United States mail, first class, postage prepaid, and addressed as follows. Listing the judge here constitutes a declaration that mailing to the judge will be completed no later than 24 hours after the document is filed.

The Honorable Scott C. Clarkson
U.S. Bankruptcy Court
411 West Fourth Street, Courtroom 5C
Santa Ana, CA 92701-4593

☒ Service information continued on attached page

3. SERVED BY PERSONAL DELIVERY, OVERNIGHT MAIL, FACSIMILE TRANSMISSION OR EMAIL (*state method for each person or entity served*): Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on (*date*) **December 5, 2012**, I served the following persons and/or entities by personal delivery, overnight mail service, or (for those who consented in writing to such service method), by facsimile transmission and/or email as follows. Listing the judge here constitutes a declaration that personal delivery on, or overnight mail to, the judge will be completed no later than 24 hours after the document is filed.

☒ Service information continued on attached page

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

12-5-12
Date

Kati L. Suk
Printed Name

/s/ Kati L. Suk
Signature

Service List:

Via NEF:

- Jason W Bank jbank@kerr-russell.com, vmckinnie@kerr-russell.com
- Martin R Barash mbarash@ktbslaw.com
- Michael J Bujold Michael.J.Bujold@usdoj.gov
- Frank Cadigan frank.cadigan@usdoj.gov
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- Dean A Ziehl dziehl@pszjlaw.com, dziehl@pszjlaw.com

Via US Mail

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Committee Member D2K, Inc. dba Suzuki of Huntsville, Shoals Suzuki and Varsity Suzuki c/o Thomas E. Baddley, Jr. 850 Shades Creek Parkway Suite 310 Birmingham, AL 35209	Internal Revenue Service PO Box 7346 Philadelphia, PA 19101	Securities & Exchange Commission 5670 Wilshire Blvd., 1th Floor Los Angeles, CA 90036
Employment Development Dept. Bankruptcy Group MIC 92E PO Box 826880 Sacramento, CA 94280-0001	US Attorney General US Dept. of Justice Ben Franklin Station PO Box 683 Washington, DC 20044	Franchise Tax Board CA Bankruptcy Section, MS: A-340 PO Box 2952 Sacramento, CA 95812-2952
State Board of Equalization Attn: Special Procedures Section PO Box 942879, 450 N. St. Sacramento, CA 95814	Missouri Dept. of Revenue Bankruptcy Unit Attn: Steven A. Ginther P.O. Box 475 Jefferson City, MO 65105-0475	Tennessee Department of Revenue c/o Tennessee Attorney General's Office, Bankruptcy Division PO Box 20207 Nashville, TN 37202-0207
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Via Email:

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